

OSTER
Researching Services

12897 Colonial Dr. • Mt. Airy, Md. 21771
Phone: 301-253-6040
Fax: 301-253-6040*

RECORDATION NO. 23662-B FILED

SEP 20 '01 10:36 AM

TS
SURFACE TRANSPORTATION BOARD

September 20, 2001

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Assignment Agreement dated 9/4/01 between the following parties:

Assignor:	Midwest Railcar Corporation #3 Professional Park Drive Maryville, IL 62062
Assignee:	Wells Fargo Equipment Finance Inc. 733 Marquette Avenue Minneapolis, MN 55479
Equipment:	40, Woodchip Railcars MWCX 100074-100113

Please record this agreement as a secondary document to STB Recordation #_____. Please cross reference this filing with STB Recordation #_____. The filing fee of \$28 is enclosed.

Summary: Memorandum of Assignment Agreement dated 9/4/01 between Midwest Railcar Corporation as Assignor and Wells Fargo Equipment Finance Inc. as Assignee including 40 Woodchip Railcars marked MWCX 100074-100113.

Sincerely,

Mary A Oster

Mary Ann Oster
Research Consultant

Enclosure

MEMORANDUM OF
ASSIGNMENT AGREEMENT

This Memorandum of Assignment Agreement ("Memorandum of Assignment") made and entered into as of this 4th day of September, 2001, by and between ~~XXXXXX CORPORATION~~ *
("Assignor") and Wells Fargo Equipment Finance, Inc., a Minnesota corporation ("Assignee").

***Midwest Railcar Corporation a Illinois corporation**
WITNESSETH

1. Assignor has agreed to assign to Assignee that certain lease agreement dated July 26, 2001, between Assignor, as Lessor and Domtar Enterprises, Inc., as Lessee for the Forty (40) 6000 C.F. 100 ton Woodchip Gondolas bearing the railroad reporting markings set forth on Schedule A hereto.
2. This Memorandum of Assignment Agreement shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

In witness whereof, the parties hereto have caused this Memorandum of Assignment to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of September 4, 2001.

MIDWEST RAILCAR CORPORATION

WELLS FARGO EQUIPMENT FINANCE, INC.

By: *[Signature]*
Its: *President & CEO

By: *[Signature]*
Its: SRP/Contract Analyst

RECORDATION NO. 23662-3 FILED

SEP 20 '01 10-36 AM

SURFACE TRANSPORTATION BOARD

Schedule A to Memorandum of Assignment Agreement

Forty (40) 6000 C.F. Woodchip Gondolas bearing the following marks:

MWCX – 100074 - 100113

STATE OF Minnesota
COUNTY OF Sherburne

On this 11th day of September, 2001 before me personally appeared,
Richard M. Murphy to me personally known, who being by me
duly sworn, says that s/he is the President of Midwest Railcar Corporation, an
Illinois corporation, that said instrument was signed on behalf of said corporation, and
s/he acknowledged that the execution of the foregoing instrument was the free act and
deed of said corporation.

[Seal] CHAD A. HANSEN
NOTARY PUBLIC-MINNESOTA
My Commission Expires Jan. 31, 2005

Chad A. Hansen
Notary Public

My commission expires: Jan. 31, 2005

STATE OF MINNESOTA
COUNTY OF HENNEPIN

On this 18th day of September, 2001 before me personally appeared,
Jeanine Birnbaum to me personally known, who being by me duly
sworn, says that s/he is the ~~AMP/Contract Administrator~~ of Fargo Equipment Finance, Inc., a(n)
Minnesota corporation, that said instrument was signed on behalf of said corporation,
and s/he acknowledged that the execution of the foregoing instrument was the free act
and deed of said corporation.

[Seal] COLLEEN M. CAMPBELL
NOTARY PUBLIC-MINNESOTA
My Commission Expires Jan. 31, 2005

Colleen M. Campbell
Notary Public

My commission expires: 1-31-05